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Vice President & Director, Human Resources
Skowhegan Savings Bank
13 Elm St.
Skowhegan, ME 04976

April 6, 2012

Dear Barry,

I am delighted to inform you that your revised chapter bylaws have been approved and signed by SHRM. I am sending you the signed original bylaws via FedEx 2-day.

The next step in this process is for your chapter to ratify the enclosed bylaws. Once the ratification has been completed, you will sign and date the same original document that I sent to you. It is recommended that you keep it in a safe place with other important chapter documents.

Please send me a copy of the original ratified bylaws, which is now signed by both SHRM and the chapter, and a copy of the ratified bylaws will be placed in your chapter's permanent file here at SHRM, as well as an electronic copy. Additionally, please send me an email letting me know that the ratified bylaws are on the way. After this process is completed, I personally would like to congratulate you on completing the bylaw update/ratification process.

Thank you so much for your time and assistance,

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Kennebec Valley Human Resources Association -Bylaws-

ARTICLE I Name and Affiliation

Section I. Name. The name of the Chapter is Kennebec Valley Human Resources Association (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Kennebec Valley Human Resources Association and not as SHRM or the Society for Human Resources Management.

Section II. Affiliation. The Chapter is affiliated with the Society for Human Resource Management (SHRM).

Section III. Relationships. The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council and SHRM shall not be deemed to be an agency or instrumentality of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Chapter cannot contract in the name of SHRM without the express written consent of SHRM.

ARTICLE II Purpose

The purpose of the Chapter, as a non-profit organization, is to advance the human resources profession by providing opportunities for human resources practitioners to gain knowledge in the field and to exchange experience through networking with other professionals and organizations. This will be accomplished through meetings, programs, forums and other means deemed advisable by the membership or the Board of Directors.

ARTICLE III Fiscal Year

The fiscal year of the Chapter shall be January through December, effective January 1, 2013. The six-month transition period of July 2012 through December 2012 will be added to the 12-month fiscal year of July 2011 through June 2012.

ARTICLE IV Membership

Section I. Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in this Article. In considering individuals for membership, the Chapter will not discriminate on the basis of race, religion, sex, sexual orientation, age, national origin, disability, veteran's status, or any other legally protected class. There are two (2) categories of members in the Chapter: professional members and student members.

Section II. Professional Members. Professional membership shall include those persons actively engaged in one or more of the following: (a) the profession of human resources ; (b) those persons having demonstrated an interest in pursuing a career in human resources through education or training; (c) certified by the Human Resource Certification Institute;

(d) faculty members holding an assistant, associate or full professor rank in human resource management or any of its specialized functions at an accredited college or university and have at least three years of experience at this level of teaching; (e) full-time consultants with at least three years of experience practicing in the field of human resource management; and/or (f) full-time attorneys with at least three years experience in counseling and advising clients on matters relating to the human resource profession. Professional members may vote and hold office in the Chapter.

Section III: Student Members. Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours per term; (c) enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource management subjects, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may not vote or hold office in the Chapter.

Section IV: Voting. Each Professional member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student Members are not eligible to vote. Votes shall be tallied by the Secretary of the Board of Directors.

Section V. Application for Membership. Application for membership is made on a form provided by the Chapter. The Membership Roster Chair shall review all membership applications and present to the Board of Directors all applications along with a recommendation for approval or disapproval. The Board of Directors shall afford new members full membership rights from the date of application approval.

Section VI. Membership Approval. All memberships require approval by a majority vote of the Board of Directors.

Section VII. Non-transferability of Membership. Memberships in the Chapter are individual and may not be transferred to others.

Section VIII. Termination of Membership. By a two-thirds vote, the Board of Directors may terminate a membership. In addition, if a member's dues are more than two months in arrears, membership will automatically be terminated unless extended by vote of a majority of the Board of Directors. Unless approved by the Board of Directors, distribution of a membership list to a person who is not a member is grounds for termination of membership.

Section IX. Membership Lists. Membership lists are the property of the Chapter and will be provided free of charge to members, upon request. Membership lists may not be used for commercial or solicitation purposes and members may not distribute membership lists to nonmembers.

Section X. Annual Dues. Annual membership dues become due by January 1 (during the transition period annual dues will become due September 1, 2012 and thereafter commencing January 1, 2014) of each year or as otherwise established by the Board of Directors. The Board of Directors shall establish the dues for each category of membership and review the dues on an annual basis.

ARTICLE V Member Meetings

Section I. Regular Meetings. Regular meetings of the members are held on the 2nd Wednesday of each month for nine months each calendar year or as otherwise determined by the Board of Directors.

Section II. Annual membership meetings. The Chapter shall hold an annual meeting of the membership for the purpose of electing Directors and Officers and conducting other business as determined by the Board in November (commencing November 2013) of each year or at such other time as determined by the Board.

Section III. Special Meetings. Special meetings of the Chapter or the Board may be held at such times and places as the Board of Directors may designate.

Section IV. Notice of Meetings. The Board of Directors shall give written notice of all regular, annual or special meetings of the Chapter at least ten days prior to the meeting.

Section V. Quorum. A quorum for annual and special meetings consists of at least 20% of members eligible to vote on Chapter matters.

ARTICLE VI Elections

Section I. Nomination Balloting. Nominations and elections of Officers and Directors are conducted in accordance with the following procedures:

- a. A Nominating Committee, comprising of the President-Elect and no less than three other members (one of which may not be a Board member), one (1) selected by the President-Elect of the Chapter and two (2) selected by the current President shall prepare and recommend to the President the name of one nominee for each office to be filled. The names of all other members expressing interest in the position will be given to the President along with the recommended nominee.
- b. The list of recommended nominees will be placed on a ballot and made available to all voting members of the Chapter at least ten days prior to the election each year. Space must be provided on the ballot for write-in candidates.

Section II. Elections

- a. Elections will be held by ballot at the annual meeting of the Chapter.
- b. Each officer and director will be elected on the basis of a plurality of the votes cast.
- c. Members must be present to cast their vote.

ARTICLE VII Board of Directors

Section I. Powers and Duties. The Board of Directors (also referred to as the "Board") shall manage and control the business and affairs of the Chapter and in general exercise all powers of the Chapter.

Section II. Board of Director Meetings. Board meetings are held each month for nine or more months each calendar year at such dates, times and places as the Board of Directors may designate.

Section III. The Board of Directors shall consist of the following Officers of the Chapter: President, Past-President, President-Elect, Treasurer and Secretary. Additional members of the Board include: Membership Roster Chair, Membership Development Chair, Program Chair, and Four At-Large members from among the voting membership.

Section IV. Qualifications. All candidates for the Board of Directors must be current Professional members in good standing of the Chapter at the time of nomination or appointment and throughout the duration of his or her term of office. Per SHRM bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. Additionally, a minimum of 30% of the Board of Directors must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section V. Term of Office. All Board members are elected as provided in these Bylaws. Board members shall assume office on January 1 (during the transition period of July 2012 through December 2012, Board members shall assume office on July 1 and thereafter on January 1 commencing in 2014) following his or her election and shall hold such office in accordance with the following terms or until death, resignation, or removal. The President, President-Elect, Treasurer and Past-President will serve two-year terms, of which no person shall serve in the same office more than two consecutive terms. The Secretary, Membership Roster Chair, Membership Development Chair, and Program Chair will serve one-year terms. At-Large Members will serve one-year terms and be assigned an area of focus by the Board of Directors. The Secretary, Membership Roster Chair, Membership Development Chair, Program Chair and At-Large Members will not be subject to term limits.

Section VI. Vacancies. Except for the office of Chapter President, any vacancy on the Board of Directors may be filled by vote of the majority of the remaining Directors. For the office of Chapter President, the President-elect shall assume the responsibilities of President. A person elected or appointed to fill a vacancy shall serve for the unexpired term. The unexpired term shall not count toward the two (2) consecutive term limit found in Article VI, Section V.

Section VII. Removal from Office. Any Officer or Director may be removed from office, with cause, upon a vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. Any Officer or Director who is absent from three (3) consecutive Board meetings without explanatory communication acceptable to the

President may be considered to have resigned and, upon approval by a majority vote of the Directors present and voting at any regular meeting of the Board of Directors, such Director's resignation shall be accepted. The Officer or Director shall have the right to a due process hearing with the Board prior to any termination action being imposed. The decision of the President is final.

Section VIII. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of majority of the Directors present and voting at any meeting at which there is a quorum is an act of the Board.

ARTICLE VIII Duties and Responsibilities

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Secretary and distributed to the Board. The position descriptions are subject to change as deemed necessary by a majority of the Board.

Section I. President. Except as otherwise provided in these bylaws, the President shall call and preside at the meetings of the Chapter and the Board, and shall have general charge and supervision of the affairs and business of the Chapter.

Section II. President-Elect. The President-Elect, at the request of the President, or in the President's absence or disability, may perform any of the duties of the President. The President-Elect shall have such other powers and perform such other duties as the Board or the President may determine.

Section III. Secretary. The Secretary prepares the record of proceedings of all meetings of the Board and of any other business meetings of the Chapter and is responsible for making all members aware of such meetings.

Section IV. Treasurer. The Treasurer is responsible for the financial affairs of the Chapter. This responsibility shall include preparing quarterly financial reports for the Board and general membership. He or she is responsible for membership billing and related duties.

Section V. Membership Roster Chair. The Membership Roster Chair manages the membership function to include maintaining the membership database.

Section VI. Membership Development Chair. The Membership Development Chair manages the membership function to successfully achieve an increase in chapter membership.

Section VII. Program Chair. The Program Chair is responsible for the management of the activities of the Program Committee to provide programs for the chapter members of the Chapter.

Section VIII. At-Large Members. At-Large Members are responsible for general Board duties and may be assigned special projects as necessary.

Section IX. Past President. The Past President serves as an advisor to the President, and fulfills such duties as requested by the President and/or Board of Directors.

ARTICLE IX Committees

Section 1. Committees. The establishment and dissolution of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section II. Committee Organization. Committees, in addition to the Nominating Committee, are established by resolution of the Board of Directors.

Section III. Committee Chairpersons. Appointment of Chairpersons to committees is the sole responsibility of the President. The Chairperson and the President will seek interested members to participate in committee activities. Special Committees may be organized by the President to meet particular Chapter needs.

Section IV. Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Membership, Programs, Professional Development, etc.

ARTICLE X Parliamentary Procedures

Robert's Rules of Order shall govern all parliamentary procedures unless otherwise specified in these Bylaws.

ARTICLE XI Statement of Ethics

The Chapter adopts SHRM's Code of Ethics and Professional Standards in Human Resources for members of the Chapter in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of this Chapter and SHRM.

ARTICLE XII Amendment to Bylaws

The Bylaws may be amended by a majority vote of the members present at any meeting at which a quorum exists and in which required notice has been met, provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO or his/her designee as being in furtherance of the purposes of the SHRM and not in conflict with SHRM bylaws. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

ARTICLE XIII CHAPTER DISSOLUTION

In the event of the Chapter's dissolution, the remaining monies in the Treasury, after

chapter expenses have been paid, shall be contributed to an organization decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM Foundation student chapter, the State Council, an HR degree program, or other such organization or charity with purposes consistent with the Chapter).

ARTICLE XIV WITHDRAWAL OF AFFILIATED CHAPTER STATUS

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. In addition, when the Chapter fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM Board of Directors may cause a new Chapter to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had Chapter status withdrawn, may re-confer Chapter status upon such body.

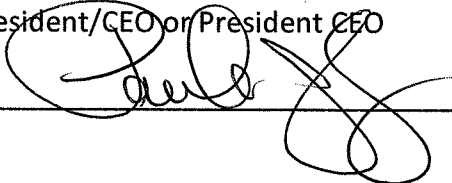
Note* These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

Ratified by the Membership of Chapter #694 and signed by:

Chapter President _____ Date _____

Approved by:

SHRM President/CEO or President CEO

Designee  _____ Date 4/2/12